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Attorneys for General Motors Corporation

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	
	:	Chapter 11 Case No.
	:	
DELPHI CORPORATION, <u>et al.</u>,	:	05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**SUPPLEMENTAL RESPONSE OF GENERAL MOTORS CORPORATION
TO DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. § 1113(c)
AUTHORIZING REJECTION OF COLLECTIVE BARGAINING
AGREEMENTS AND UNDER 11 U.S.C. § 1114(g) AUTHORIZING
MODIFICATION OF RETIREE WELFARE BENEFITS**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

General Motors Corporation ("GM"), as and for its supplemental response

(the “Supplemental Response”) to the motion (the “Motion”) of Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), pursuant to sections 1113(c) and 1114(g) of title 11 of the United States Code (the “Bankruptcy Code”), for entry of an order authorizing rejection of collective bargaining agreements (collectively, the “CBAs”) and modification of retiree welfare benefits (the “Retiree Benefits”), respectfully represents:

Response

1. On April 21, 2006, GM filed a preliminary response (the “Preliminary Response”) to the Motion reserving the right to further respond to or comment on the Motion and the supporting documents and any facts or interpretations contained therein, and to any responses or objections to the Motion. On May 1, 2006, the Official Committee of Unsecured Creditors (the “Committee”) filed a response in support of the Motion (the “Committee Response”). The Committee Response contains a recitation of applicable statutory and case law relating to the rejection of the CBAs and modification of Retiree Benefits under sections 1113 and 1114 of the Bankruptcy Code, respectively, and expresses the Committee’s support of the Debtors’ business judgment in seeking the authority to effectuate same. Although there is nothing notable in the Committee Response concerning its expression of support for the Motion, it is the Committee’s gratuitous and inflammatory remarks concerning GM that precipitates the filing of this Supplemental Response.

2. GM regrets the necessity to file this Supplemental Response; however, the Committee’s numerous unsubstantiated allegations and remarks about GM,

which have absolutely no relevance to the Court's consideration of the Motion, leaves GM no choice. GM refutes all of the Committee's allegations and innuendos concerning GM and respectfully requests the Court disregard the Committee's remarks.

3. GM reserves the right to further respond to or comment on the Motion and the supporting documents and any facts or interpretations contained therein, the Committee Response, and to any further responses or objections that may be filed in connection with the Motion.

4. Notice of this Supplemental Response has been provided pursuant to this Court's Order, dated October 14, 2005, establishing notice procedures in these chapter 11 cases. GM submits that no other or further notice need be provided.

Dated: May 5, 2006
New York, New York

/s/ Jeffrey L. Tanenbaum
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